Charleston, South Carolina, and Medical Center East in Birmingham, Alabama. The purpose of the divestiture and contract terminations is to ensure the continuation of these designated facilities as ongoing, viable rehabilitation facilities independent or HEALTHSOUTH, and to remedy the lessening of competition resulting from the acquisition in the Birmingham, Charleston, and Nashville areas.

The proposed order requires **HEALTHSOUTH** to divest Nashville Rehabilitation Hospital to an acquirer, and in a manner, approved by the Commission. Under the terms of the order, the required divestiture mut be completed within twelve months of the date the order becomes final. If the required divestiture is not completed within the twelve-month period, HEALTHSOUTH will consent to the appointment of a trustee, who would have twelve additional months to effect the divestiture. The acquirer of Nashville Rehabilitation Hospital would be required to agree that, for ten years from the date of the order, it will not transfer Nashville Rehabilitation Hospital, without the prior approval of the Commission, to any person already operating a rehabilitation hospital facility in the Nashville area. In addition, the hold separate agreement executed in conjunction with the consent agreement requires HEALTHSOUTH, until the completion of the divestiture or as otherwise specified, to maintain Nashville Rehabilitation separate from HEALTHSOUTH's other operations.

The provisions of the order relating to Roper Hospital and Medical Center East require HEALTHSOUTH to terminate the management contracts for the operation of those hospitals rehabilitation units, and cease operation of those rehabilitation facilities, within 90 days after the order becomes final (for Medical Center east) or by October 1, 1995 (for Roper Hospital). HEALTHSOUTH may, however, continue to supply therapy personnel to the Medical Center East rehabilitation unit. In addition, HEALTHSOUTH would be required to enter into agreements with Roper Hospital and Medical Center East to protect any competitively-sensitive information about those hospitals which HEALTHSOUTH has obtained, so that HEALTHSOUTH rehabilitation facilities which compete with those hospitals will not be able to use that information to their competitive advantage.

The order would prohibit
HEALTHSOUTH from acquiring any
rehabilitation hospital facilities in the
Birmingham, Charleston, and Nashville

areas without the prior approval of the Federal Trade Commission. It would also prohibit HEALTHSOUTH from transferring, without prior Commission approval, any rehabilitation hospital facility it operates in any of those areas to another person operating (or in the process of acquiring) another rehabilitation hospital facility in that area. These provisions, in combination, would give the Commission authority to prohibit any substantial combination of the rehabilitation hospital operations of HEALTHSOUTH with those of any other rehabilitation hospital facility in the Birmingham, Charleston, and Nashville areas, unless HEALTHSOUTH convinced the Commission that a particular transaction would not endanger competition in those areas. The provisions would not apply to transaction where the value of the transferred assets does not exceed \$500,000, or to certain transactions between HEALTHSOUTH and the rehabilitation hospital facilities it already operates. They would expire ten years after the order becomes final.

The order would also require **HEALTHSOUTH** to provide advance notice to the commission before carrying out certain joint ventures with competing rehabilitation hospital facilities in the Birmingham, Charleston, and Nashville areas, for which the order does not otherwise require prior approval. This requirement is subject to limitation similar to those applicable to the prior approval provision, does not require notice of certain specified support services joint ventures, and also does not require additional notice for transactions which HEALTHSOUTH provides notice under the premerger notification requirements of the Clayton

For ten years, the order would prohibit HEALTHSOUTH from transferring any of its rehabilitation hospital facilities in the Birmingham, Charleston, or Nashville areas to another person without first filing with the Commission an agreement by the transferee to be bound by the order provisions that apply to the facility and the market area in which it is located.

The purpose of this analysis is to invite public comment concerning the proposed order, to assist the Commission in its determination whether to make the order final. This analysis is not intended to constitute an official interpretation of the agreement and order or to modify their terms in any way.

The agreement is for settlement purposes only and does not constitute an admission by HEALTHSOUTH that its proposed acquisition would have violated the law, as alleged in the Commission's complaint.

Donald S. Clark.

Secretary.

[FR Doc. 95–2059 Filed 1–26–95; 8:45 am] BILLING CODE 6750–01–M

[File No. 951 0005]

Lockheed Corporation, et al.; Proposed Consent Agreement With Analysis To Aid Public Comment

AGENCY: Federal Trade Commission. **ACTION:** Proposed consent agreement.

SUMMARY: In settlement of alleged violations of federal law prohibiting unfair acts and practices and unfair methods of competition, this consent agreement, accepted subject to final Commission approval, would allow, among other things, the completion of the merger between Lockheed Corporation and Martin Marietta Corporation, to form Lockheed Martin Corporation, but would prohibit the respondents from enforcing exclusivity provisions contained in teaming arrangements that each individual firm now has with infrared sensor producers. The consent agreement also would prohibit certain divisions of the merged firm from gaining access through other divisions to nonpublic information that the respondents' electronics division receives from competing military aircraft manufacturers when providing a navigation and targeting system known as "LANTIRN" to competing aircraft producers; or that the respondents' satellite divisions receive from competing expendable launch vehicle suppliers when those competing suppliers launch the respondents' satellites.

DATES: Comments must be received on or before March 28, 1995.

ADDRESSES: Comments should be directed to: FTC/Office of the Secretary, Room 159, 6th Street and Pennsylvania Avenue, NW., Washington, DC 20580.

FOR FURTHER INFORMATION CONTACT: Mary Lou Steptoe, Ann Malester, or Laura Wilkinson, FTC/H–374 or S–2224, Washington, DC 20580 (202) 326–2584, 326–2820 or 326–2830.

supplementary information: Pursuant to Section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46 and Section 2.34 of the Commission's Rules of Practice (16 CFR 2.34), notice is hereby given that the following consent agreement containing a consent order to cease and desist, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period